

RECORDATION NO. 26392 FILED

JUN 14 '06

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SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

June 14, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Net Lease Agreement, dated as of May 10, 2006, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Mitsui Rail Capital, LLC
5 Old Orchard Road, Suite 505
Skokie, IL 60077

Lessee: Lafarge North America Inc.
10655 Southport Road SW
Calgary, AB T2W 4Y1

Mr. Vernon A. Williams
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A description of the railroad equipment covered by the enclosed document is:

100 covered hopper railcars LAFX 60601 – LAFX 60700.

A short summary of the document to appear in the index is:

Memorandum of Net Lease Agreement.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

JUN 14 '06

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SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF NET LEASE AGREEMENT
BETWEEN
MITSUI RAIL CAPITAL, LLC
("LESSOR")**

AND

**LAFARGE NORTH AMERICA INC.
("LESSEE")**

MAY 10, 2006

Memorandum of a Net Lease Agreement made and entered into as of May 10, 2006 by and between Mitsui Rail Capital, LLC, a Delaware limited liability company, ("**Lessor**") and Lafarge North America Inc., a Maryland corporation ("**Lessee**").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor **100 3281 cfc covered hopper** Railcars bearing marks and numbers as follows:

LAFX 60601 - 60700 (both inclusive)

2. The Net Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Net Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

Lessor: Mitsui Rail Capital, LLC

By: 

Title: President

Date: 6-12-06

Lessee: Lafarge North America Inc.,

By: 

Title: President Western Region Const Division

Date: 10 May 2006

STATE OF ILLINOIS

COUNTY OF COOK

On this 12th day of June, 2006, before me personally appeared Yasushi Imai, to me personally known, who being by me duly sworn, says that he is the President of Mitsui Rail Capital, LLC that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.



Tondalaya Richardson
NOTARY PUBLIC

My commission expires: 11-1-2009

PROVINCE
STATE OF ALBERTA

COUNTY OF _____

On this 10 day of May, 2006, before me personally appeared Alan Kreisberg, to me personally known, who being by me duly sworn, says that he is the _____ of Lafarge North America Inc. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

President, Western Region
Cement Division

~~NOTARY PUBLIC~~

COMMISSIONER FOR OATHS

My commission expires

Lisa Birnie

LISA BIRNIE
A Commissioner for Oaths
in and for the Province of Alberta
My Commission Expires May 31, 2007

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated:

06/14/06



Robert W. Alvord